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UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
OAKLAND DIVISION

In re GOOGLE INC. SHAREHOLDER ) Master File No. CV-11-04248-PJH  
DERIVATIVE LITIGATION )

This Document Relates To: )

ALL ACTIONS. )

CITY OF ORLANDO POLICE PENSION ) Case No. CV-13-02038-PJH  
FUND by Its Trustees, derivatively on behalf )  
of GOOGLE INC., )

Plaintiffs, )

vs. )

LAWRENCE E. PAGE, et al., )

Defendants. )

and )

GOOGLE INC., a Delaware corporation, )

Nominal Defendant. )

DECLARATION OF JEFFREY S.  
ABRAHAM FILED ON BEHALF OF  
ABRAHAM, FRUCHTER & TWERSKY,  
LLP IN SUPPORT OF DERIVATIVE  
SETTLEMENT

1 I, Jeffrey S. Abraham, declare as follows:

2 1. I am a member of Abraham, Fruchter & Twersky, LLP, counsel for City of Orlando  
3 Police Pension Fund in the above captioned actions. I am submitting this declaration in support of  
4 final approval of the derivative settlement in the above captioned actions.

5 2. The information in this declaration regarding my firm's time and expenses is taken  
6 from time and expense printouts and supporting documentation prepared and/or maintained by the  
7 firm in the ordinary course of business. I am the partner who was responsible for overseeing the  
8 day-to-day activities in the litigation. I supervised the review of the time printouts (and backup  
9 documentation where necessary or appropriate) in connection with the preparation of this  
10 declaration. The purpose of this review was to confirm both the accuracy of the information  
11 submitted to the Court as well as the necessity for, and reasonableness of, the time and expenses  
12 committed to the litigation. As a result of this review, reductions were made to both time and  
13 expenses in the exercise of "billing judgment." As a result of this review and the adjustments made,  
14 I believe that the time reflected in the firm's lodestar calculation and the expenses for which  
15 payment is sought as set forth in this declaration are reasonable in amount and necessary for the  
16 effective and efficient prosecution and resolution of the litigation. In addition, I believe that the  
17 expenses are all of a type that would normally be charged to a fee-paying client in the private legal  
18 marketplace.  
19

20  
21 3. After the reductions referred to above, the total number of hours spent on this  
22 litigation by my firm is 2,297.25. The total lodestar amount for attorney/paraprofessional time based  
23 on the firm's current rates is \$1,406,858.75. The hourly rates shown below are the usual and  
24 customary rates set by the firm for each individual. A breakdown of the lodestar is as follows:  
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<i>NAME</i>		<i>HOURS</i>	<i>RATE</i>	<i>LODESTAR</i>
Jeffrey S. Abraham	(P)	418.25	\$795.00	\$332,508.75
Jack G. Fruchter	(P)	36.00	\$795.00	\$28,620.00
Mitchell M.Z. Twersky	(P)	93.00	\$795.00	\$73,935.00
Ian D. Berg	(OC)	648.00	\$650.00	\$421,200.00
Lawrence D. Levit	(OC)	21.75	\$650.00	\$14,137.50
Atara Hirsch	(OC)	18.50	\$650.00	\$12,025.00
Takeo A. Kellar	(A)	510.75	\$550.00	\$280,912.50
Philip T. Taylor	(A)	378.50	\$475.00	\$179,787.50
Arthur Chen	(A)	90.00	\$425.00	\$38,250.00
Wei Chen	(A)	53.50	\$395.00	\$21,132.50
Paralegal(s)	(PL)	29.00	\$150.00	\$4,350.00
<b>TOTAL:</b>		<b>2,297.25</b>		<b>\$1,406,858.75</b>

(P) Partner

(OC) Of Counsel

(A) Associate

(PL) Paralegal

4. Attached hereto as Exhibit A is a categorized hours and lodestar chart breaking down my firm's lodestar from the inception of the litigation through December 8, 2014. We have made an effort in connection with the joint fee application to provide uniform categories together with the plaintiffs from the demand futility action. However, in order to assist the Court in understanding the process in which the time was allocated, I believe that an explanation and description of some of the guiding principles employed in allocating the time would be helpful for the Court's understanding and, therefore, follows.

(a) One manner in which the time expended by my firm differs from the other firms with which we are making the joint application is that we represented a client who made a demand on Google's board of directors rather than proceeding under a demand futility theory. The time related to the demand process is included in "Category 1" which encompasses the time spent on drafting the complaint and the related investigation conducted in connection with filing a complaint.

1 Also included within this category is the time spent responding to the inquiries made initially by  
2 Google and then by counsel for the Special Committee in response to Plaintiff's demand.

3 (b) Category 3, which is titled "Pleadings, Briefs & Pretrial Motions," includes  
4 time spent, relating to the research, strategizing and briefing relating to the motion to dismiss, the  
5 motion for reconsideration, the motion for summary judgment and a motion to unseal the record.  
6 Although Defendants ultimately withdrew the motion for reconsideration, they did so after a Case  
7 Management Conference in which counsel came prepared to argue with respect to both the  
8 procedural propriety of the motion and the merits.

9 (c) Category 2 which encompasses pre-trial discovery includes the time related to  
10 complying with the requirements of the automatic disclosure provisions of Fed. R. Civ. P. 26(a)(1),  
11 propounding discovery on Defendants after the motion to dismiss was denied, reviewing the  
12 documents produced by Defendants and preparing to move to compel the production of documents  
13 from Defendants. No motion to compel was made but much of the research and analysis underlying  
14 this process ultimately made its way into the Rule 56(d) affidavit filed in connection with Plaintiff's  
15 cross-motion for additional discovery Plaintiff made in partial response to Defendants' motion for  
16 summary judgment. The actual time spent working on those motion papers, however, is included  
17 with in Category 3, relating to briefing of motions.

18 (d) Category 6 encompasses client communication. Plaintiff is a public pension  
19 fund with a board of trustees and outside counsel. At all times we kept our client informed of major  
20 developments related to the litigation. In addition, we kept our client informed with respect to all  
21 settlement discussions and awaited their necessary approval with respect to all key actions including  
22 without limitation, the filing of the action and the agreement to settle the matter.

23 5. My firm seeks an award of \$52,774.73 in expenses in connection with the prosecution  
24 of the litigation. They are broken down as follows:  
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**EXPENSES/CHARGES**

From Inception to December 8, 2014

<b>CATEGORY</b>	<b>TOTAL</b>
Transportation, Hotels & Meals	\$9,786.75
Telephone, Facsimile	\$38.44
Messenger, Overnight Delivery	\$765.82
Filing, Witness & Other Fees	\$2,155.50
Court Hearing and Deposition Reporting, and Transcripts	\$104.00
Online Legal and Financial Research	\$2,696.72
Mediation Fees	\$3,125.00
Experts/Consultants/Investigators	\$34,102.50
Timothy Mackey, MAS, PhD	\$3,165.00
Jesse M. Fried	\$8,325.00
Keegan & Donato Consulting	\$22,612.50
<b>TOTAL</b>	<b>\$52,774.73</b>

6. The following is additional information regarding certain of these expenses:

(a) Transportation, Hotels & Meals: \$9,786.75.

<b>NAME</b>	<b>DATE</b>	<b>DESTINATION</b>	<b>PURPOSE</b>
Ian D. Berg (OC) Takeo A. Kellar (A)	11/13/2012	Oakland, CA	Mediation
Ian D. Berg (OC)	7/24/2013	Oakland, CA	Motion to Dismiss Hearing
Ian D. Berg (OC)	10/18/2013	Oakland, CA	CMC Hearing
Ian D. Berg (OC)	1/29/2014	Oakland, CA	Motion for Summary Judgment
Jeffrey S. Abraham (P) Ian D. Berg (OC)	10/29/2014	Oakland, CA	Joint Preliminary Approval of Settlement
Ian D. Berg (OC)	1/21/2015	Oakland, CA	Final Approval Hearing

Local Meals: Included in the total for Transportation, Hotels & Meals is \$1,712.91 representing hotel and meal costs during travel to above-referenced mediations and hearings.

(b) Filing, Witness and Other Fees: \$2,155.50. These costs have been paid to courts as fees or to attorney service firms. These costs were necessary to the prosecution of the case, and related to the following: (1) the filing of the complaint (2) service of the complaint (3) delivery of courtesy copies of pleadings to the Court (4) retrieving documents related to the factual investigation of this action and (5) the filing of *pro hac vice* applications.

<i>DATE</i>	<i>VENDOR</i>	<i>DESCRIPTION</i>
05/23/2013	All-N-One Legal Support, Inc.	Courtesy copy preparation/delivery
05/23/2013	All-N-One Legal Support, Inc.	Courtesy copy preparation/delivery
10/17/2013	Clerk of the Court	Certificate of Good Standing for Pro Hac
10/17/2013	State of New York	Certificate of Good Standing for Pro Hac
12/11/2013	US District Court	<i>Pro hac vice</i> application for Mitchell M.Z. Twersky
12/19/2013	US District Court	<i>Pro hac vice</i> application for Jeffrey S. Abraham
12/19/2013	US District Court	<i>Pro hac vice</i> application for Philip T. Taylor
01/06/2014	All-N-One Legal Support, Inc.	Courtesy copy preparation/delivery
01/24/2014	All-N-One Legal Support, Inc.	Filing delivery
03/14/2014	All-N-One Legal Support, Inc.	Filing delivery

(c) Court Hearing and Deposition Reporting, and Transcripts: \$104.00.

<i>DATE</i>	<i>VENDOR</i>	<i>DESCRIPTION</i>
03/18/2014	Raynee H. Mercado, CSR	Transcript
10/30/2014	Kathy Wyatt	Transcript

(d) Online Legal and Financial Research: \$2,696.72. These included vendors such as LEXIS/ NEXIS and PACER SERVICE CENTER. These databases were used to obtain access to SEC filings, legal research, obtain pleadings from other related actions and cite-checking of briefs.

(e) Mediation Fees: \$3,125.00. These are the fees AF&T paid to Layne Phillips for his mediation services leading to the settlement of the Litigation.

(f) Experts/Consultants/Investigators: \$34,102.50.

(i) We retained Professor Timothy Mackey, the Director of the Global Health Policy Institute and an Assistant Professor of Anesthesiology and Global Public Health (and an Investigator at the San Diego Center for Patient Safety) at the University of California, San Diego School of Medicine, as an expert to help us evaluate and develop elements of the proposed user safety initiative and other related settlement proposals. Total amount paid to Professor Timothy Mackey was \$3,165.00.

(ii) We retained Jesse Fried, a Professor of Law at Harvard University and former Professor of Law and Faculty Co-Director of the Berkeley Center of Law, as an expert on executive compensation and corporate governance issues, to review Google's corporate governance

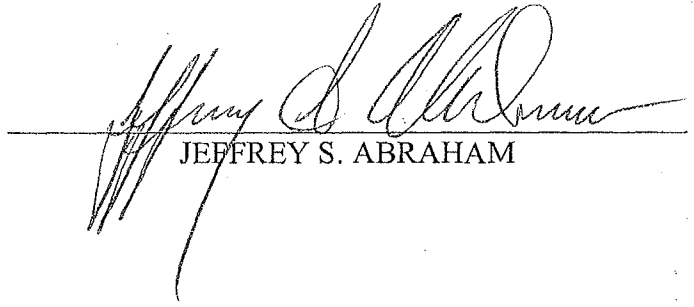
1 and propose changes to strengthen the Company's corporate governance. Total amount paid to  
2 Professor Jesse Fried was \$8,325.00.

3 (iii) We retained Keegan & Donato Consulting to assist in the valuation of  
4 the settlement terms; Keegan & Donato constructed and conducted a market survey concerning  
5 expected increased usage of Google's services based upon consumer knowledge of the User Safety  
6 Initiative. Total amount paid to Keegan & Donato Consulting was \$22,612.50.

7 7. The expenses pertaining to this case are reflected in the books and records of this  
8 firm. These books and records are prepared from receipts, expense vouchers, check records and  
9 other documents and are an accurate record of the expenses/charges.

10 8. The identification and background of my firm and its partners is attached hereto as  
11 Exhibit B.

12  
13 I declare under penalty of perjury that the foregoing is true and correct. Executed this 9<sup>th</sup>  
14 day of December, 2014, at New York, New York.

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17 JEFFREY S. ABRAHAM  
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CERTIFICATE OF SERVICE

I hereby certify that on December 9, 2014, I authorized the electronic filing of the foregoing with the Clerk of the Court using the CM/ECF system which will send notification of such filing to the e-mail addresses denoted on the attached Electronic Mail Notice List, and I hereby certify that I caused to be mailed the foregoing document or paper via the United States Postal Service to the non-CM/ECF participants indicated on the attached Manual Notice List.

I certify under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on December 9, 2014.

s/ Benny C. Goodman III  
\_\_\_\_\_  
BENNY C. GOODMAN III

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## Mailing Information for a Case 4:11-cv-04248-PJH In re Google Inc. Shareholder Derivative Litigation

### Electronic Mail Notice List

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## Manual Notice List

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